

MORRISON & FOERSTER LLP  
Gary S. Lee  
Lorenzo Marinuzzi  
Todd M. Goren  
Jennifer L. Marines  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
Facsimile: (212) 468-7900

*Counsel for the Debtors and  
Debtors in Possession*

KRAMER LEVIN NAFTALIS &  
FRANKEL LLP  
Kenneth H. Eckstein  
Douglas H. Mannal  
Stephen D. Zide  
Rachael L. Ringer  
1177 Avenue of the Americas  
New York, New York 10036  
Telephone: (212) 715-3280  
Facsimile: (212) 715-8000

*Counsel for the Official Committee of  
Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
In re: : Chapter 11  
: Case No. 12-12020 (MG)  
Residential Capital, LLC, et al., :  
Debtors. : Jointly Administered  
: ----- X

**NOTICE OF FILING OF EXECUTION VERSIONS OF EXHIBIT 2 (LIQUIDATING  
TRUST AGREEMENT), EXHIBIT 3 (RMBS CLAIMS TRUST AGREEMENT),  
EXHIBIT 4 (BORROWER CLAIMS TRUST AGREEMENT), EXHIBIT 5 (PRIVATE  
SECURITIES CLAIMS TRUST AGREEMENT), AND EXHIBIT 11 (COOPERATION  
AGREEMENT BETWEEN LIQUIDATING TRUST AND THE KESSLER  
SETTLEMENT CLASS) TO THE PLAN SUPPLEMENT TO THE JOINT  
CHAPTER 11 PLAN PROPOSED BY RESIDENTIAL CAPITAL, LLC, ET AL.  
AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

**PLEASE TAKE NOTICE** that pursuant to the *Order (I) Approving Disclosure Statement, (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Plan Proponents' Joint Chapter 11 Plan, (III) Approving the Form of Ballots, (IV) Scheduling a Hearing on Confirmation of the Plan, (V) Approving Procedures for Notice of the Confirmation Hearing and for Filing Objections to Confirmation of the Plan, and (VI) Granting Related Relief* entered on August 23, 2013 [Docket No. 4809] (the "Disclosure Statement

Approval Order"), the Plan Proponents<sup>1</sup> hereby file execution versions of certain exhibits comprising the Plan Supplement in connection with the *Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors*, as amended, dated August 23, 2013 [Docket No. 4819, Ex. 1] (as may be modified or amended, the "Plan"):

- **Exhibit 2**: Liquidating Trust Agreement
- **Exhibit 3**: RMBS Claims Trust Agreement
- **Exhibit 4**: Borrower Claims Trust Agreement
- **Exhibit 5**: Private Securities Claims Trust Agreement
- **Exhibit 11**: Cooperation Agreement between the Liquidating Trust and the Kessler Settlement Class

**PLEASE TAKE FURTHER NOTICE** that blacklines of changed pages to Exhibit 2 (from the prior version filed with the Court on December 10, 2013), Exhibit 3 (from the prior version filed with the Court on October 11, 2013), Exhibit 4 (from the prior version filed with the Court on November 11, 2013), Exhibit 5 (from the prior version filed with the Court on October 11, 2013), and Exhibit 11 (from the prior version filed with the Court on October 11, 2013), are each appended to the clean copy of the exhibit.

**PLEASE TAKE FURTHER NOTICE** that the undersigned continue to reserve the right to alter, amend, modify or supplement any document in the Plan Supplement as provided by the Plan or in accordance with their terms, as applicable.

**PLEASE TAKE FURTHER NOTICE** that copies of the Plan and the Plan Supplement can be viewed and obtained for a fee via PACER at [www.pacer.gov](http://www.pacer.gov) or (without charge) on the Debtors' restructuring website at [www.kccllc.net/rescap](http://www.kccllc.net/rescap).

---

<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings set forth in the Disclosure Statement Approval Order or the Plan, as applicable.

Dated: December 17, 2013  
New York, New York

/s/ Gary S. Lee

Gary S. Lee  
Lorenzo Marinuzzi  
Todd M. Goren  
Jennifer L. Marines  
MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
Facsimile: (212) 468-7900

*Counsel for the Debtors and  
Debtors in Possession*

-and-

Kenneth H. Eckstein  
Douglas H. Mannal  
Stephen D. Zide  
Rachael L. Ringer  
KRAMER LEVIN NAFTALIS &  
FRANKEL LLP  
1177 Avenue of the Americas  
New York, New York 10036  
Telephone: (212) 715-3280  
Facsimile: (212) 715-8000

*Counsel for the Official Committee of  
Unsecured Creditors*